

RECORDATION NO. 18921-B FILED 1425

AUG 1 1994 -11 49 AM

LEASE SUPPLEMENT NO. 1

STATE OF OHIO

THIS LEASE SUPPLEMENT NO. 1 dated as of August 1, 1994 between SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee under Ohio Power Trust No. 94-1 ("*Lessor*"), and OHIO POWER COMPANY, an Ohio corporation ("*Lessee*"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of July 1, 1994 (the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is August 1, 1994.

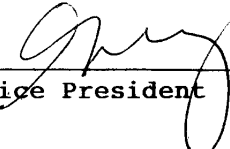
4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$4,890,220.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1994. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 3 of 12.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,  
all as of the day and year first above written.

OHIO POWER COMPANY,  
an Ohio corporation

By   
Its Vice President

SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION, not individually but solely  
as Owner Trustee under Ohio Power Trust  
No. 94-1

By \_\_\_\_\_  
Its

STATE OF OHIO )  
 ) SS.:  
COUNTY OF FRANKLIN )

On this, the 29<sup>th</sup> day of July, 1994, before me, a Notary Public in and for said County and State, personally appeared G. P. Maloney, the Vice President of OHIO POWER COMPANY, who acknowledged himself to be a duly authorized officer of OHIO POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary M. Soltesz  
Name: Mary M. Soltesz  
Notary Public  
My Commission Expires: 7-12-99  
Residing in Reynoldsburg, OH

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 1994, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,  
all as of the day and year first above written.

OHIO POWER COMPANY,  
an Ohio corporation

By \_\_\_\_\_  
Its \_\_\_\_\_

SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION, not individually but solely  
as Owner Trustee under Ohio Power Trust  
No. 94-1



By ALAN B. COFFEY  
Its ASSISTANT VICE PRESIDENT

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 1994, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, the \_\_\_\_\_ of OHIO POWER COMPANY, who acknowledged himself to be a duly authorized officer of OHIO POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) SS.:  
COUNTY OF HARTFORD )

On this, the 29th day of July, 1994, before me, a Notary Public in and for said County and State, personally appeared ALAN B. COFFEY, ~~the~~ ASSISTANT VICE PRESIDENT SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, who acknowledged himself to be a duly authorized officer of SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Michelle K. Blezard  
Name:  
Notary Public MICHELLE K. BLEZARD  
My Commission Expires: NOTARY PUBLIC  
Residing in \_\_\_\_\_  
My Commission Expires August 31 1996

### DESCRIPTION OF EQUIPMENT

95 new 120-ton aluminum-bodied, rapid discharge bottom-dump open hopper railcars suitable for carrying coal, as more specifically described below:

CAR INITIALS	CAR NUMBERS
AEPX	8101
AEPX	8102
AEPX	8103
AEPX	8104
AEPX	8105
AEPX	8106
AEPX	8107
AEPX	8108
AEPX	8109
AEPX	8110
AEPX	8111
AEPX	8112
AEPX	8113
AEPX	8114
AEPX	8115
AEPX	8116
AEPX	8117
AEPX	8118
AEPX	8119
AEPX	8120
AEPX	8121
AEPX	8122
AEPX	8123
AEPX	8124
AEPX	8125
AEPX	8126
AEPX	8127
AEPX	8128
AEPX	8129
AEPX	8130
AEPX	8131
AEPX	8132
AEPX	8133
AEPX	8134
AEPX	8135
AEPX	8136
AEPX	8137
AEPX	8138
AEPX	8139

SCHEDULE 1  
(to Lease Supplement No. 1)

## CAR INITIALS

## CAR NUMBERS

AEPX	8140
AEPX	8141
AEPX	8142
AEPX	8143
AEPX	8144
AEPX	8145
AEPX	8146
AEPX	8147
AEPX	8148
AEPX	8149
AEPX	8150
AEPX	8151
AEPX	8152
AEPX	8153
AEPX	8154
AEPX	8155
AEPX	8156
AEPX	8157
AEPX	8158
AEPX	8159
AEPX	8160
AEPX	8161
AEPX	8162
AEPX	8163
AEPX	8164
AEPX	8165
AEPX	8166
AEPX	8167
AEPX	8168
AEPX	8169
AEPX	8170
AEPX	8171
AEPX	8172
AEPX	8173
AEPX	8174
AEPX	8175
AEPX	8176
AEPX	8177
AEPX	8178
AEPX	8179
AEPX	8180
AEPX	8181
AEPX	8182
AEPX	8183
AEPX	8184
AEPX	8185

CAR INITIALS

CAR NUMBERS

AEPX  
AEPX  
AEPX  
AEPX  
AEPX  
AEPX  
AEPX  
AEPX  
AEPX  
AEPX

8186  
8187  
8188  
8189  
8190  
8191  
8192  
8193  
8194  
8195

TOTAL CARS

95



SCHEDULE OF FIXED RENT

RENT INSTALLMENT  
FOR THE ITEM OF EQUIPMENT EQUAL TO  
PURCHASE PRICE OF THE ITEM OF  
EQUIPMENT TIMES THE FOLLOWING  
FIXED RENT FACTOR

RENT  
PAYMENT DATE

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30-Dec-94	0.0000000%
30-Jun-95	3.8285599%
30-Dec-95	3.8285599%
30-Jun-96	3.8285599%
30-Dec-96	3.8285599%
30-Jun-97	3.8285599%
30-Dec-97	3.8285599%
30-Jun-98	3.8285599%
30-Dec-98	3.8285599%
30-Jun-99	3.8285599%
30-Dec-99	3.8285599%
30-Jun-00	3.8285599%
30-Dec-00	3.8285599%
30-Jun-01	3.8285599%
30-Dec-01	3.8285599%
30-Jun-02	3.8285599%
30-Dec-02	3.8285599%
30-Jun-03	3.8285599%
30-Dec-03	3.8285599%
30-Jun-04	3.8285599%
30-Dec-04	3.8285599%
30-Jun-05	3.8285599%
30-Dec-05	3.8285599%
30-Jun-06	3.8285599%
30-Dec-06	3.8285599%
30-Jun-07	3.8285599%
30-Dec-07	3.8285599%
30-Jun-08	3.8285599%
30-Dec-08	3.8285599%
30-Jun-09	3.8285599%
30-Dec-09	3.8285599%
30-Jun-10	3.8285599%
30-Dec-10	3.8285599%
30-Jun-11	3.8285599%
30-Dec-11	3.8285599%
30-Jun-12	3.8285599%
30-Dec-12	3.8285599%
30-Jun-13	3.8285599%
30-Dec-13	3.8285599%
30-Jun-14	3.8285599%
30-Dec-14	3.8285599%

SCHEDULE 2  
(to Lease Supplement No. 1)

**SCHEDULE OF  
STIPULATED LOSS VALUE AND TERMINATION VALUE**

<b>RENT PAYMENT DATE</b>	<b>STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)</b>
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30-Dec-94	102.7891316%
30-Jun-95	102.9793294%
30-Dec-95	102.9077507%
30-Jun-96	102.6182614%
30-Dec-96	102.1339083%
30-Jun-97	101.4844696%
30-Dec-97	100.6878423%
30-Jun-98	99.7636314%
30-Dec-98	98.7261881%
30-Jun-99	97.5832806%
30-Dec-99	96.3219735%
30-Jun-00	94.9495111%
30-Dec-00	93.4685223%
30-Jun-01	91.9280600%
30-Dec-01	90.3262301%
30-Jun-02	88.6605976%
30-Dec-02	86.9286306%
30-Jun-03	85.1285977%
30-Dec-03	83.2829345%
30-Jun-04	81.3909705%
30-Dec-04	79.4587892%
30-Jun-05	77.4782187%
30-Dec-05	75.4555581%
30-Jun-06	73.3822515%
30-Dec-06	71.2649697%
30-Jun-07	69.1051520%
30-Dec-07	66.9111961%
30-Jun-08	64.6738294%
30-Dec-08	62.4024921%
30-Jun-09	60.0872481%
30-Dec-09	57.7383920%
30-Jun-10	55.3452765%
30-Dec-10	52.9191243%
30-Jun-11	50.4485256%
30-Dec-11	47.9457120%
30-Jun-12	45.3984551%
30-Dec-12	42.8200830%
30-Jun-13	40.1974892%
30-Dec-13	37.5451903%
30-Jun-14	34.8875701%
30-Dec-14	32.5000000%